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BANCORPSOUTH INC  
Form 13F-HR  
October 11, 2011

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON D.C. 20549

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2011

Check here if Amendment ; Amendment Number: \_\_\_\_\_

This Amendment (Check only one):  is a restatement  
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: BancorpSouth Inc.

Address: One Mississippi Plaza  
201 South Spring Street  
Tupelo MS 38804

Form 13F File Number: 28-10453

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it that all information contained herein is true correct and complete and that it is understood that all required items statements schedules lists and tables are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Cathy S. Freeman  
Title: Executive Vice President and Corporate Secretary  
Phone: (662) 680-2084

Signature Place and Date of Signing:

/s/ Cathy S. Freeman                      Tupelo Mississippi                      October 10, 2011  
-----  
[Signature]                                      [City State]                                      [Date]

Report Type (Check only one.):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

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List of Other Managers Reporting for this Manager: None.

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### FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1  
 Form 13F Information Table Entry Total: 264  
 Form 13F Information Table Value Total: \$776,438  
 (thousands)

#### LIST OF OTHER INCLUDED MANAGERS:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed other than the manager filing this report.

No.	Form 13F File Number	Name
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1	28-10939	BancorpSouth Bank

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### FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	MKT VAL x 1000	Shares/ PRN Amt	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION		
							SOLE (A)	SHR (B)	OTH (C)
-----	-----	-----	-----	-----	-----	-----	-----	-----	-----
HERBALIFE LTD	COM USD SHS	G4412G101	255	4,761	SH		X		
ACE LTD	SHS	H0023R105	297	4,901	SH		X		
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	213	4,030	SH		X		
AERCAP HOLDINGS NV	SHS	N00985106	127	12,793	SH		X		
COPA HOLDINGS SA	CL A	P31076105	209	3,418	SH		X		
FLEXTRONICS INTL LTD	ORD	Y2573F102	344	61,078	SH		X		
AT&T INC	COM	00206R102	1,103	38,674	SH		X		
AT&T INC	COM	00206R102	170	5,967	SH				X
ABBOTT LABS	COM	002824100	883	17,273	SH		X		
ABBOTT LABS	COM	002824100	221	4,329	SH				X
AIR PRODS & CHEMS INC	COM	009158106	536	7,019	SH		X		
ALLERGAN INC	COM	018490102	318	3,859	SH		X		
ALLSCRIPTS HEALTHCARE SOLUTN	COM	01988P108	295	16,376	SH		X		
ALTRIA GROUP INC	COM	02209S103	513	19,135	SH		X		
ALTRIA GROUP INC	COM	02209S103	16	608	SH				X
AMERICAN EXPRESS CO	COM	025816109	601	13,394	SH		X		
AMGEN INC	COM	031162100	435	7,918	SH		X		
AMPHENOL CORP NEW	CL A	032095101	232	5,701	SH		X		

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APACHE CORP	COM	037411105	259	3,234 SH	X	
APPLE INC	COM	037833100	1,435	3,762 SH	X	
APPLIED MATLS INC	COM	038222105	318	30,738 SH	X	
ARCHER DANIELS MIDLAND CO	COM	039483102	335	13,509 SH	X	
ASTRAZENECA PLC	SPONSORED ADR	046353108	371	8,366 SH	X	
ASTRAZENECA PLC	SPONSORED ADR	046353108	19	424 SH		X
ATMEL CORP	COM	049513104	165	20,490 SH	X	
AUTODESK INC	COM	052769106	291	10,473 SH	X	
BCE INC	COM NEW	05534B760	230	6,152 SH	X	
BCE INC	COM NEW	05534B760	21	571 SH		X
BP PLC	SPONSORED ADR	055622104	206	5,700 SH	X	
BP PLC	SPONSORED ADR	055622104	101	2,800 SH		X
BANCO SANTANDER BRASIL S A	ADS REP 1 UNIT	05967A107	74	10,155 SH	X	
BANCORPSOUTH INC	COM	059692103	8,687	989,430 SH	X	
BANCORPSOUTH INC	COM	059692103	98	11,192 SH		X
BANK OF AMERICA CORPORATION	COM	060505104	80	13,114 SH	X	
BANK OF THE OZARKS INC	COM	063904106	2,514	120,102 SH	X	
BAXTER INTL INC	COM	071813109	609	10,855 SH	X	
BE AEROSPACE INC	COM	073302101	240	7,245 SH	X	
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	808	11,371 SH	X	
BRISTOL MYERS SQUIBB CO	COM	110122108	536	17,081 SH	X	
BRISTOL MYERS SQUIBB CO	COM	110122108	30	965 SH		X
BROADCOM CORP	CL A	111320107	442	13,268 SH	X	
CVS CAREMARK CORPORATION	COM	126650100	202	6,002 SH	X	
CATERPILLAR INC DEL	COM	149123101	349	4,726 SH	X	
CELESTICA INC	SUB VTG SHS	15101Q108	126	17,382 SH	X	
CELGENE CORP	COM	151020104	436	7,046 SH	X	
CEPHEID	COM	15670R107	313	8,062 SH	X	
CENTURYLINK INC	COM	156700106	201	6,078 SH	X	
CENTURYLINK INC	COM	156700106	14	425 SH		X
CHEVRON CORP NEW	COM	166764100	1,775	19,171 SH	X	
CHEVRON CORP NEW	COM	166764100	673	7,271 SH		X
CITIZENS HLDG CO MISS	COM	174715102	2,940	158,987 SH	X	
CLIFFS NATURAL RESOURCES INC	COM	18683K101	331	6,466 SH	X	
COCA COLA CO	COM	191216100	605	8,959 SH	X	
1COCA COLA CO	COM	191216100	331	4,900 SH		X
COLGATE PALMOLIVE CO	COM	194162103	247	2,781 SH	X	
COLUMBIA ACORN TR	INTL SELECT Z	197199763	397	16,040 SH	X	
COLUMBIA FDS SER TR	LARGCAP VAL Z	19765H149	446	46,957 SH	X	
COLUMBIA FDS SER TR	MARS GRWTH Z	19765H180	596	32,394 SH	X	
COLUMBIA FDS SER TR	INTL VAL CL Z	19765H586	179	14,651 SH	X	
COLUMBIA FDS SER TR	SMALL COS Z	19765J723	127	12,512 SH	X	
COLUMBIA FDS SER TR	SMLCP VAL II Z	19765J764	134	11,757 SH	X	
CONCHO RES INC	COM	20605P101	294	4,130 SH	X	
CONOCOPHILLIPS	COM	20825C104	513	8,096 SH	X	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	MKT VAL x 1000	Shares/ PRN Amt	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION		
							SOLE (A)	SHR (B)	OTH (C)
CONOCOPHILLIPS	COM	20825C104	18	281 SH					X

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MONTGOMERY EXPLORATION 10.87		216000992	228	1 SH		X
COOPER TIRE & RUBR CO	COM	216831107	144	13,200 SH		X
CORNING INC	COM	219350105	386	31,247 SH		X
CUMMINS INC	COM	231021106	219	2,677 SH		X
CYPRESS SEMICONDUCTOR CORP	COM	232806109	184	12,302 SH		X
DWS VALUE SER INC	SMCP VALF INST	23338F754	12,619	428,500 SH		X
DWS VALUE SER INC	SMCP VALF INST	23338F754	90	3,069 SH		X
DANAHER CORP DEL	COM	235851102	203	4,851 SH		X
DEERE & CO	COM	244199105	907	14,049 SH		X
DELTIC TIMBER CORP	COM	247850100	377	6,324 SH		X
DELTIC TIMBER CORP	COM	247850100	24,812	415,743 SH		X
DENBURY RES INC	COM NEW	247916208	216	18,814 SH		X
DEVON ENERGY CORP NEW	COM	25179M103	297	5,357 SH		X
DODGE & COX STK FD	COM	256219106	26,745	291,216 SH		X
DODGE & COX STK FD	COM	256219106	198	2,159 SH		X
DOLLAR TREE INC	COM	256746108	462	6,144 SH		X
DOMINION RES INC VA NEW	COM	25746U109	373	7,353 SH		X
DOMINION RES INC VA NEW	COM	25746U109	25	494 SH		X
DUKE ENERGY CORP NEW	COM	26441C105	383	19,172 SH		X
DUKE ENERGY CORP NEW	COM	26441C105	21	1,054 SH		X
E M C CORP MASS	COM	268648102	274	13,077 SH		X
ERHC ENERGY INC	COM	26884J104	1	10,000 SH		X
EMERSON ELEC CO	COM	291011104	794	19,210 SH		X
EXPRESS SCRIPTS INC	COM	302182100	855	23,077 SH		X
EXXON MOBIL CORP	COM	30231G102	4,654	64,080 SH		X
EXXON MOBIL CORP	COM	30231G102	1,063	14,630 SH		X
FEDERATED EQUITY FDS	INTRCONTL INST	314172461	26,957	679,696 SH		X
FEDERATED EQUITY FDS	INTRCONTL INST	314172461	189	4,764 SH		X
FIDELITY CONTRAFUND INC	NEW INSIGHTS I	316071604	27,289	1,474,286 SH		X
FIDELITY CONTRAFUND INC	NEW INSIGHTS I	316071604	209	11,268 SH		X
FIDELITY PURITAN TR	LOW PRICE STK	316345305	14,101	429,897 SH		X
FIDELITY PURITAN TR	LOW PRICE STK	316345305	148	4,499 SH		X
FIRSTENERGY CORP	COM	337932107	217	4,831 SH		X
GENERAL ELECTRIC CO	COM	369604103	611	40,157 SH		X
GENERAL MLS INC	COM	370334104	362	9,404 SH		X
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	279	6,762 SH		X
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	25	597 SH		X
GOOGLE INC	CL A	38259P508	658	1,278 SH		X
GROWTH FD AMER INC	CL R-5 SHARES	399874833	203	7,620 SH		X
RESTER ENTERPRISES LP 5% INT		404005993	216	1 SH		X
RESTER ENTERPRISES LP 8% INT		405002999	346	1 SH		X
HALLIBURTON CO	COM	406216101	381	12,481 SH		X
RESTER ENTERPRISES LP 8% INT		407000991	346	1 SH		X
DAVIS FAMILY HOLDINGS LP		419002993	880	0 SH		X
HEINZ H J CO	COM	423074103	327	6,470 SH		X
HEINZ H J CO	COM	423074103	25	501 SH		X
HESS CORP	COM	42809H107	230	4,388 SH		X
KEY COLONY		430004994	809	1 SH		X
JOHNSTON ENTERPRISES, L.P.		432004992	1,380	54 SH		X
1GURDON TIMBER LTD 36.494%		434002994	417	1 SH		X
WOODLAND HILLS LIMITED PARTN		435001995	220	25 SH		X
SUNNYDALE LIMITED PARTNERSHI		436001994	1,558	88 SH		X
WEH PROPERTIES LIMITED PARTN		436002992	410	86 SH		X
CRICKET LIMITED PARTNERSHIP		436003990	889	28 SH		X
MCM TIMBER 3.021% INTEREST		438002990	255	1 SH		X
MCM TIMBER 3.020% INTEREST		438003998	255	1 SH		X
HONEYWELL INTL INC	COM	438516106	227	5,170 SH		X
MARIE P CARTER ENTERPRISES L		439004995	1,636	1 SH		X
OAK GROVE LAND CO, L.P. 12.5		440000990	294	3 SH		X
REED HOLDINGS PARTNERSHIP, L		441002995	1,240	71 SH		X
HOSPIRA INC	COM	441060100	267	7,209 SH		X
HOSPIRA INC	COM	441060100	15	400 SH		X

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MCM TIMBER 12% INTEREST	442000998	1,012	1 SH	X
CABEARK, LP 35.4444% INTERES	443003991	1,431	1 SH	X
DCT OPERATING PARTNERSHIP	443004999	553	75,518 SH	X

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	MKT VAL x 1000	Shares/ PRN Amt	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION		
							SOLE (A)	SHR (B)	OTH (C)
CABEARK, LP 63.5556% INTERES		444003990	2,527	1 SH			X		
CABE-LONG PROPERTIES, LTD		444005995	287	4 SH			X		
MCMILLON PROPERTIES L/P		445000995	2,162	96 SH			X		
CABE-LONG PROPERTIES, LTD		445001993	1,580	4 SH			X		
CABE-LONG PROPERTIES, LTD		445003999	533	1 SH			X		
1.08% LLC INTEREST IN		448005991	300	1 SH			X		
TALL PINES, LLC		449001999	963	50 SH			X		
DONOVAN INVESTMENTS, LLC		449003995	4,618	99 SH			X		
TPH ENERGY EQUITY FUND LP		450005996	1,004	1 SH					X
IAMGOLD CORP	COM	450913108	203	10,246 SH			X		
LONGENECKER EQUITY II, LLC		451000996	4,201	99 SH					X
DTL, SR., L.P		452002991	7,355	53 SH			X		
10.0% INTEREST IN MCM TIMBER		452005994	1,673	2 SH			X		
INTEL CORP	COM	458140100	558	26,135 SH			X		
INTEL CORP	COM	458140100	68	3,200 SH					X
INTERCONTINENTALEXCHANGE INC	COM	45865V100	221	1,867 SH			X		
INTERNATIONAL BUSINESS MACHS	COM	459200101	1,086	6,212 SH			X		
INVESTMENT CO AMER	CL A	461308108	836	33,865 SH			X		
ISHARES TR	MSCI EMERG MKT	464287234	450	12,833 SH			X		
JPMORGAN CHASE & CO	COM	46625H100	291	9,646 SH			X		
JPMORGAN CHASE & CO	COM	46625H100	59	1,956 SH					X
JANUS INVT FD	GLOBAL SEL FD T	471023648	158	17,287 SH			X		
JOHN HANCOCK FDS III	DISC VAL MCP I	47803W406	12,574	1,262,498 SH			X		
JOHN HANCOCK FDS III	DISC VAL MCP I	47803W406	86	8,657 SH					X
JOHNSON & JOHNSON	COM	478160104	1,520	23,861 SH			X		
JOHNSON & JOHNSON	COM	478160104	375	5,890 SH					X
JOHNSON CTLS INC	COM	478366107	201	7,614 SH			X		
JUNIPER NETWORKS INC	COM	48203R104	208	12,079 SH			X		
KIMBERLY CLARK CORP	COM	494368103	381	5,365 SH			X		
KIMBERLY CLARK CORP	COM	494368103	27	385 SH					X
KRAFT FOODS INC	CL A	50075N104	231	6,878 SH			X		
LILLY ELI & CO	COM	532457108	273	7,378 SH			X		
LILLY ELI & CO	COM	532457108	51	1,371 SH					X
LONGLEAF PARTNERS FDS TR	SH BEN INT	543069108	219	8,830 SH			X		
LORD ASSET MGMT TR	T WHITE INTL	543917108	169	11,912 SH			X		
MANULIFE FINL CORP	COM	56501R106	147	12,945 SH			X		
MCDONALDS CORP	COM	580135101	705	8,025 SH			X		
MCDONALDS CORP	COM	580135101	15	172 SH					X
MEDNAX INC	COM	58502B106	323	5,162 SH			X		
MEDTRONIC INC	COM	585055106	262	7,875 SH			X		
MICROSOFT CORP	COM	594918104	934	37,508 SH			X		
COLLABRX SER A PFD STOCK		601A4X997	634	446,227 SH					X
MONTGOMERY EXPLORATION		601A5Z991	296	1 SH			X		

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MOTOROLA MOBILITY HLDGS INC	COM	620097105	365	9,672 SH					X
1MURPHY OIL CORP	COM	626717102	3,569	80,824 SH					X
MURPHY OIL CORP	COM	626717102	330,723	7,489,209 SH					X
MUTUAL SER FD INC	SHS FD CL Z	628380107	290	15,836 SH					X
MUTUAL SER FD INC	BEACON FD Z	628380305	145	13,366 SH					X
MUTUAL SER FD INC	GBL DISCVR FD Z	628380404	30,519	1,192,133 SH				X	
MUTUAL SER FD INC	GBL DISCVR FD Z	628380404	204	7,973 SH					X
MYLAN INC	COM	628530107	184	10,814 SH				X	
NATIONAL GRID PLC	SPON ADR NEW	636274300	208	4,196 SH				X	
NATIONAL GRID PLC	SPON ADR NEW	636274300	21	430 SH					X
NATIONAL OILWELL VARCO INC	COM	637071101	302	5,896 SH				X	
NETAPP INC	COM	64110D104	474	13,970 SH				X	
NEW PERSPECTIVE FD INC	COM	648018109	631	25,380 SH				X	
NORDSTROM INC	COM	655664100	331	7,247 SH				X	
NORFOLK SOUTHERN CORP	COM	655844108	495	8,114 SH				X	
OGX PETROLEO E GAS PART S A	SPONS ADR	670849108	74	11,843 SH				X	
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	633	9,503 SH				X	
OCCIDENTAL PETE CORP DEL	COM	674599105	201	2,815 SH				X	
ON SEMICONDUCTOR CORP	COM	682189105	179	24,900 SH				X	
ORACLE CORP	COM	68389X105	303	10,550 SH				X	
PDL BIOPHARMA INC	COM	69329Y104	167	30,000 SH					X
PEPSICO INC	COM	713448108	637	10,288 SH				X	
PEPSICO INC	COM	713448108	68	1,100 SH					X

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	MKT VAL x 1000	Shares/ PRN Amt	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION		
							SOLE (A)	SHR (B)	OTH (C)
PFIZER INC	COM	717081103	441	24,962 SH			X		
PFIZER INC	COM	717081103	25	1,420 SH					X
PHILIP MORRIS INTL INC	COM	718172109	912	14,621 SH			X		
PHILIP MORRIS INTL INC	COM	718172109	22	345 SH					X
POTASH CORP SASK INC	COM	73755L107	438	10,140 SH			X		
PRAXAIR INC	COM	74005P104	311	3,332 SH			X		
PRECISION CASTPARTS CORP	COM	740189105	363	2,333 SH			X		
PRICE T ROWE GROUP INC	COM	74144T108	869	18,199 SH			X		
PRICE T ROWE GROWTH STK FD I	COM	741479109	27,347	944,960 SH			X		
PRICE T ROWE GROWTH STK FD I	COM	741479109	258	8,903 SH					X
PRICELINE COM INC	COM NEW	741503403	275	611 SH			X		
PROCTER & GAMBLE CO	COM	742718109	2,421	38,314 SH			X		
PROCTER & GAMBLE CO	COM	742718109	390	6,173 SH					X
PROGRESS ENERGY RES CORP	COM	74326Y107	152	12,327 SH			X		
PROGRESS ENERGY INC	COM	743263105	255	4,924 SH			X		
PROGRESS ENERGY INC	COM	743263105	17	321 SH					X
QUALCOMM INC	COM	747525103	238	4,900 SH			X		
RALCORP HLDGS INC NEW	COM	751028101	450	5,863 SH			X		
RAYTHEON CO	COM NEW	755111507	240	5,882 SH			X		
REGIONS FINANCIAL CORP NEW	COM	7591EP100	107	32,048 SH			X		
REGIONS FINANCIAL CORP NEW	COM	7591EP100	7	2,205 SH					X
REYNOLDS AMERICAN INC	COM	761713106	204	5,431 SH			X		
REYNOLDS AMERICAN INC	COM	761713106	19	510 SH					X

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ROWE T PRICE EQUITY INCOME F	SH BEN INT	779547108	27,729	1,339,563	SH	X		
ROWE T PRICE EQUITY INCOME F	SH BEN INT	779547108	203	9,796	SH			X
ROWE T PRICE MID-CAP GROWTH	COM	779556109	41,732	799,764	SH	X		
ROWE T PRICE MID-CAP GROWTH	COM	779556109	307	5,875	SH			X
ROWE T PRICE INTL FDS INC	GRW & INCM FD	77956H849	241	21,488	SH	X		
ROWE T PRICE MID CAP VALUE F	COM	77957Y106	212	10,220	SH	X		
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	300	4,837	SH	X		
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	121	1,947	SH			X
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	93	1,506	SH	X		
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	199	3,237	SH			X
ROYCE FD	PENN MUT INV	780905840	27,377	2,779,409	SH	X		
ROYCE FD	PENN MUT INV	780905840	197	19,957	SH			X
SPDR GOLD TRUST	GOLD SHS	78463V107	304	1,924	SH	X		
SCHLUMBERGER LTD	COM	806857108	274	4,583	SH	X		
SHERWIN WILLIAMS CO	COM	824348106	240	3,235	SH	X		
1SIMMONS 1ST NATL CORP	CL A \$1 PAR	828730200	229	10,566	SH	X		
SOUTHERN CO	COM	842587107	3,026	71,425	SH	X		
SOUTHERN CO	COM	842587107	225	5,317	SH			X
SPRINT NEXTEL CORP	COM SER 1	852061100	243	80,040	SH	X		
STRYKER CORP	COM	863667101	414	8,792	SH	X		
TARGET CORP	COM	87612E106	593	12,097	SH	X		
THORATEC CORP	COM NEW	885175307	219	6,718	SH	X		
TIFFANY & CO NEW	COM	886547108	218	3,583	SH	X		
TRIMBLE NAVIGATION LTD	COM	896239100	400	11,910	SH	X		
TRUSTMARK CORP	COM	898402102	253	13,965	SH	X		
USA TRUCK INC	COM	902925106	121	15,613	SH	X		
UNILEVER N V	N Y SHS NEW	904784709	206	6,534	SH	X		
UNION PAC CORP	COM	907818108	191	2,342	SH	X		
UNION PAC CORP	COM	907818108	359	4,400	SH			X
UNITED TECHNOLOGIES CORP	COM	913017109	366	5,204	SH	X		
V F CORP	COM	918204108	450	3,702	SH	X		
VANGUARD WORLD FD	MEGA CAP INDEX	921910873	3,179	81,964	SH	X		
VANGUARD TAX-MANAGED INTL FD	MSCI EAFE ETF	921943858	1,293	42,920	SH	X		
VANGUARD INDEX FDS	500 PORTFOLIO	922908108	227	2,182	SH	X		
VANGUARD INDEX FDS	500 PORTFOLIO	922908108	83	795	SH			X
VANGUARD INDEX FDS	MID CAP ETF	922908629	2,003	30,762	SH	X		
VANGUARD INDEX FDS	SMALL CP ETF	922908751	1,302	21,215	SH	X		
VERIZON COMMUNICATIONS INC	COM	92343V104	590	16,035	SH	X		
VERIZON COMMUNICATIONS INC	COM	92343V104	55	1,492	SH			X

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	MKT VAL x 1000	Shares/ PRN Amt	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION		
							SOLE (A)	SHR (B)	OTH (C)
VISA INC	COM CL A	92826C839	302	3,526	SH		X		
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	478	18,615	SH		X		
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	35	1,352	SH			X	
WAL MART STORES INC	COM	931142103	1,107	21,335	SH		X		
WASHINGTON MUT INVS FD INC	COM	939330106	752	29,311	SH		X		
WESTERN UN CO	COM	959802109	328	21,483	SH		X		
YUM BRANDS INC	COM	988498101	1,133	22,940	SH		X		

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FINAL TOTALS

776,438 23,887,216

FORM 13F INFORMATION TABLE

ENTRY TOTAL

264

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